

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Company number: 06393979

WEDNESDAY



A1XUSNTA

A49

29/09/2010

170

COMPANIES HOUSE

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Table of contents

	Page
Directors and other information	3
Directors' report	4-5
Statement of directors' responsibilities	6
Independent auditors' report	7-8
Profit and loss account	9
Statement of total recognised gains and losses	10
Balance sheet	11
Notes forming part of the financial statements	12-15

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Directors and other information

Directors	A P Chadd (resigned 01 May 2009) P V Dixon L Levi W F M McKinstry Q R Stewart (resigned 23 February 2010) N O Steinmeyer (appointed 01 May 2009) JK Williamson (appointed 23 February 2010) S Kassam (appointed 23 February 2010)
Secretary	W F M McKinstry
Auditors	KPMG 17/25 College Square East Belfast BT1 6DH
Registered office	5 New Street Square London EC4A 3TW
Company registration number	06393979

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2009

Principal activities

The company is an intermediate holding company. ~~The company did not trade during the period~~

Review of business and future developments

The company's sole member is Carmel Capital II Sarl, a company incorporated in Luxemburg. The company's only asset is an investment in the non voting share capital of Kellen Investments Limited.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Kellen Investments Limited. Accordingly the principal risks and uncertainties are discussed in the annual report and accounts of Kellen Investments Limited, which does not form part of this report.

Results and dividends

The loss for the year is £3,063 (2008: £Nil). No dividend is recommended.

Political and charitable donations

The company made no charitable donations during the year (2008: £Nil). No donations for political purposes were made during the year (2008: £Nil).

Directors and their interests

The directors who served during the year are shown on page 3.

Policy and practice on payment of creditors

The company is a registered supporter of the Better Payment Practice Group's 'Better Payment Practice Code' to which it subscribes when dealing with all of its suppliers. Copies of the Better Payment Practice Group's code are available from the Department of Trade & Industry. There were no trade creditors at the period end. It is the company's policy in respect of all suppliers to agree payment terms in advance of the supply of goods and to adhere to those payment terms.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Directors' report (Continued)

Auditors

During the year KPMG were appointed as auditors Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG will therefore continue in office

By order of the board

A handwritten signature in black ink, appearing to read 'M. J. Quinn', followed by a horizontal line.

Director

17 September 2010

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice and applicable law.

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are also responsible for preparing a Directors' Report that complies with the Companies Act 2006.

On behalf of the board



Director

17 September 2010



KPMG
Chartered Accountants
Stokes House
17-25 College Square East
Belfast BT1 6DH
Northern Ireland

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KELLEN CAPITAL LIMITED

We have audited the financial statements of Kellen Capital Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom accounting standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out page 6, the directors are responsible for preparing the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. Further details of the scope of an audit of financial statements are provided on the Auditing Practices Board's website at <http://www.apb.org.uk/apb/scope>.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report is consistent with the financial statements.

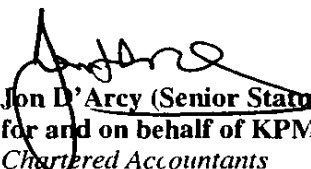


KPMG
Chartered Accountants
Stokes House
17-25 College Square East
Belfast BT1 6DH
Northern Ireland

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Jon D'Arcy (Senior Statutory Auditor)
for and on behalf of KPMG, Statutory Auditor
Chartered Accountants
Stokes House
17-25 College Square East
Belfast
BT1 6DH

17 September 2010

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Profit and loss account

	<i>Note</i>	Year ended Dec-09 £'000	Period ended Dec-08 £'000
Turnover	<i>2</i>	0	0
Cost of sales		0	0
Gross profit		0	0
Net operating expenses	<i>3</i>	(3)	0
Operating (loss)/profit	<i>4</i>	(3)	0
Interest payable and similar charges		0	0
Interest receivable and similar income		0	0
(Loss)/Profit on ordinary activities before taxation		(3)	0
Taxation	<i>7</i>	0	0
(Loss)/Profit for the financial period	<i>10</i>	(3)	0

A reconciliation of movements on reserves is given in Note 10

The notes on pages 12 to 15 form part of these financial statements

All of the results of the company derive from continuing operations

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Statement of total recognised gains and losses

	Year ended Dec-09 £'000	Period ended Dec-08 £'000
(Loss)/Profit for the financial year	(3)	0
Total recognised (losses)/gains since last report	(3)	0

The notes on pages 12 to 15 form part of these financial statements

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Balance sheet

	<i>Note</i>	2009 £'000	2008 £'000
Fixed assets			
Tangible assets		0	0
Investments	8	20,077	20,077
		20,077	20,077
Current assets			
Debtors Amounts falling due within one year		0	0
Cash at bank and in hand		0	0
Total current assets		0	0
Creditors Amounts falling due within one year		(3)	0
Net current liabilities		(3)	0
Total assets less current liabilities		20,074	20,077
 Creditors Amounts falling due after one year		 0	 0
Provisions for liabilities and charges		0	0
Net assets		20,074	20,077
 Reserves			
Capital contribution	9	20,077	20,077
Profit and loss account	10	(3)	0
Members' funds	11	20,074	20,077

On behalf of the board of directors



Director

17 September 2010

Company registration number 06393979

The notes on pages 12 to 15 form part of these financial statements

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

Notes forming part of the financial statements

1 Accounting policies

These financial statements are prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

Going concern

The company holds an investment in the A ordinary share capital of Kellen Investments Limited and is managed as part of that group.

The Group is financed through bank debt loan facilities and bond finance to support continued investment in its infrastructure assets and to meet its general working capital requirements. This debt facility is due for renewal in November 2012 and the bond due for redemption in 2017.

The Group's forecasts and projections, taking account of reasonable levels of possible changes in trading performance, show that the Group is capable of operating well within the level of its current facilities and also able to meet all its covenant requirements until they mature.

As a result of the above the directors consider it appropriate to prepare the financial statements on a going concern basis.

Cash flow statement

In accordance with Financial Reporting Standard No 1, the company is exempt from the requirement to present a cash flow statement on the grounds that it is a small company.

Debtors

Debtors are stated after provision has been made against all debts considered doubtful of collection.

Deferred taxation

Deferred tax is recognised in respect of material timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profit and its results as stated in the financial statements. Deferred tax assets and liabilities recognised have not been discounted.

Investments

Investments held by the company are stated at cost less amounts written off.

2 Analysis of turnover and profits

The company is a holding company and has made no supply of goods or services in the year.

3 Net operating expenses

Net operating expenses were all considered to be administrative expenses.

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

4 Operating profit

This is stated after charging/(crediting)	Year ended Dec-09 £'000	Period ended Dec-08 £'000
Auditors' remuneration	0	0

Auditors' remuneration is borne by a fellow group company

5 Employee information

The company had no employees during the year (2008 £Nil)

6 Directors' remuneration

The directors did not receive any remuneration from the company in the year (2008 £Nil)

7 Taxation charge

	Year ended Dec-09 £'000	Period ended Dec-08 £'000
<i>Current tax</i>		
UK corporation tax for the year	0	0
Total current tax charge	0	0
<i>Deferred tax</i>		
Origination/reversal of timing differences	0	0
Total deferred tax charge	0	0
Total tax charge	0	0

The current tax charge for the year is the same as the standard rate of corporation tax in the UK as shown below

	Year ended Dec-09 £'000	Period ended Dec-08 £'000
<i>Current tax reconciliation</i>		
(Loss)/Profit on ordinary activities before tax	(3)	0
Current tax at 28% (2008 28.5%)	(1)	0
<i>Effects of:</i>		
Timing difference not recognised	1	0
Total current tax charge	0	0

The directors are not aware of any factors that may have a significant impact on the future tax charge of the company

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

8 Investments

	Year ended	Period ended
	Dec-09	Dec-08
	£	£
<i>Cost</i>		
At 1 January 2009	20,076,752	0
Additions	0	20,076,752
At 31 December 2009	20,076,752	20,076,752
<i>Net book value</i>		
At 31 December 2009	20,076,752	20,076,752

The investment relates to 20,076,752 ordinary A shares of £1 each in Kellen Investments Limited and is stated at cost. These shares carry no voting rights.

9 Reconciliation of movements in capital contribution

	Year ended	Period ended
	Dec-09	Dec-08
	£'000	£'000
At 1 January 2009	20,077	0
Additions in the year	0	20,077
Capital contributions carried forward	20,077	20,077

10 Reconciliation of movements in reserves

	Year ended	Period ended
	Dec-09	Dec-08
	£'000	£'000
Profit and loss account		
At 1 January 2009	0	0
(Loss) for the financial period	(3)	0
Revenue reserves carried forward	(3)	0

11 Reconciliation of movements in members' funds

	Year ended	Period ended
	Dec-09	Dec-08
	£'000	£'000
At 1 January 2009	20,077	0
Capital contributions in the year	0	20,077
(Loss) for the financial period	(3)	0
Members' funds carried forward	20,074	20,077

Kellen Capital Limited (a company limited by guarantee)
Directors' Report and Financial Statements
Year ended 31 December 2009

12 Capital commitments

	2009	2008
	£'000	£'000
<i>Capital expenditure</i>		
Contracted for but not provided	0	0

13 Contingent liabilities

At 31 December 2009 the company had no contingent liabilities (31 December 2008 £Nil)

14 Financial commitments

At 31 December 2009 the company had no annual commitments under non-cancellable operating leases (31 December 2008 £Nil)

15 Related party disclosures

There were no related party transactions during the year. During the period ended 31 December 2008 a capital contribution of £20,076,752 was received from Carmel Capital II Sarl.

16 Company status

The company is limited by guarantee. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it shall be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.